

Patrick Collins
Veronique A. Urban
FARRELL FRITZ, P.C.
400 RXR Plaza
Uniondale, New York 11556
Tel: (516) 227-0700
Fax: (516) 227-0777

Attorneys for Midwood Management Corp., as agent

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re:	:	Chapter 11
	:	
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:	Case No. 18-23538 (RDD)
	:	(Jointly Administered)
Debtors.	:	
-----	X	

**JOINDER BY MIDWOOD MANAGEMENT CORP. IN OBJECTION OF VARIOUS
LANDLORDS TO NOTICES OF FILING OF REVISED PROPOSED ORDER (I)
APPROVING THE ASSET PURCHASE AGREEMENT AMONG SELLERS AND
BUYER, (II) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES, (III)
AUTHORIZING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN
EXECUTORY CONTRACTS AND LEASES IN CONNECTION THEREWITH AND (IV)
GRANTING RELATED RELIEF**

Midwood Management Corp., as agent for Expressway Plaza I, LLC and Farmingville Associates Phase 1, LLC as tenants in common ("Midwood"), by its undersigned counsel, hereby joins in *Objection of Various Landlords to the Notice of Filing Revised Proposed Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors' Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection Therewith and (IV) Granting Related Relief* [Dkt. Nos. 2380 and 2380-1] in further support of Midwood's objection (ECF. No. 1957, the "Cure Objection") to the *Debtors' Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts*

and Unexpired Leases in Connection with Global Sale Transaction [ECF No. 1731], filed on January 25, 2019.

Midwood hereby objects to the Debtors' revised proposed Order approving the sale and respectfully requests that (i) if the Court approves the proposed sale of substantially all of the Debtors' business assets to the Buyer, any order approving the sale incorporate the changes outlined in the Landlords' Proposed Sale Order and (ii) the Court grant to the Landlords, including Midwood, such other and further relief that is deemed just and proper. Midwood further joins in the objections to the proposed revised Order filed by the other parties in interest, including other landlords, to the extent those objections are not inconsistent with Midwood's Cure Objection.

Midwood further reserves and retains the right to supplement its Cure Objection and to object to any proposed assumption, assignment or rejection of Expressway Plaza I, LLC's and Farmingville Associates Phase 1, LLC's Lease with Debtor, Kmart Corporation as more particularly described in the Cure Objection.

Dated: Uniondale, New York
February 6, 2019

FARRELL FRITZ, P.C.

By: /s/ Patrick Collins
Patrick Collins
Veronique A. Urban
400 RXR Plaza
Uniondale, New York 11556
Tel: (516) 227-0700
Fax: (516) 227-0777

*Attorneys for Midwood Management Corp., as
agent*